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SURFACE TRANSPORTATION BOARD

FIRST UNION RAIL

One O'hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018-4214

Tel 847 318 7575
Fax 847 318 7588
www.firstunionrail.com

VIA UPS NEXT DAY AIR

February 20, 2013

Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S W., Suite 100
Washington, DC 20423-0001
Attn: Documents for Rail Recordation

Re: Memorandum of Lease Agreement

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C Section 11301(a) are two (2) originals and one (1) copy of a Memorandum of Lease dated February 12, 2013, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Surface Transportation Board under primary Recordation Number 30323.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

Lessee: TTX Company
101 North Wacker Drive
Chicago, IL 60606

A description of the railroad equipment covered by the enclosed document is for twenty-one (21) box cars having TOFX marks (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows: **Memorandum of Lease**

Also enclosed is a check in the amount of \$42.00 payable to the order of the Surface Transportation Board, covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5397
Thank you for your cooperation in this matter.

Sincerely,



Marcia Dunne
Senior Documentation Specialist

Enclosures
(TTX017)

ASSGN. NO.: TTX017

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MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 12 day of February, 2013, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and TTX Company, ("Lessee"), a Delaware corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of November 29, 2011, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 3 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of July 9, 2012 and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST.

By: _____

By: Susan Grokolsky

Name: SUSAN GROKOLSKY

Title: ASSISTANT DIRECTOR OF DOCUMENTATION

Name: [Signature]

Title: JOHN J. THOMAS
PRESIDENT

Executed on this 12th day of February, 2013

[CORPORATE SEAL]

STATE OF Illinois

COUNTY OF Cook

I, Janice L. Enolva, a Notary Public of the County and State aforesaid, certify that John J. Thomas personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 12th day of February, 2013.

Janice L. Enolva
Notary Public

My Commission Expires.

8-2-2014
(Notary Public)



LESSEE:

TTX COMPANY

By: Karen Latham

Name: Karen Latham

Title: Treasurer

ATTEST:

By: Anne E. Treadway

Name Anne E. Treadway

Title: Asst. Gen Counsel

Executed on this 31st day of July, 2012

[CORPORATE SEAL]

STATE OF IL

COUNTY OF Cook

I, Mary Iden, a Notary Public of the County and State aforesaid,
certify that Karen Latham personally appeared before me this day and
acknowledged his due execution of the foregoing Memorandum of Lease

WITNESS my hand and official stamp or seal, this 31st day of July, 2012

Mary Iden
Notary Public

Commission Expires.

10-14-13
(Notary Public)

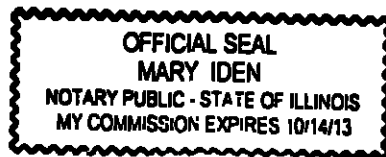


EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Twenty-one (21)

DESCRIPTION OF CARS: Box Cars

CAR NUMBERS:

1	TOFX	887287
2	TOFX	887288
3	TOFX	887289
4	TOFX	887290
5	TOFX	887291
6	TOFX	887292
7	TOFX	887293
8	TOFX	887294
9	TOFX	887295
10	TOFX	887296
11	TOFX	887297
12	TOFX	887298
13	TOFX	887299
14	TOFX	887300
15	TOFX	887301
16	TOFX	887302
17	TOFX	887303
18	TOFX	887304
19	TOFX	887305
20	TOFX	887306
21	TOFX	887307